

BILL OF SALE

OCT 5 1983 3 12 AM

INTERSTATE COMMERCE COMMISSION

For Valuable Consideration, TRUST COMPANY FOR USL, INC., not in its personal or corporate capacity but solely as trustee for The First National Bank of Saint Paul under a Trust Agreement dated as of February 13, 1970 (I.T. Trust No. 2), Hereinafter called Seller, does hereby sell to

NORFOLK AND WESTERN RAILWAY COMPANY

Hereinafter called Buyer, its successors and assigns, all of Seller's right, title and interest in and to the following described personal property:

SEE EXHIBIT A ATTACHED HERETO

Said property is sold as-is, where-is, without any covenant or warranty expressed or implied, of any nature whatsoever except, however, that Seller covenants and warrants to Buyer its successors and assigns that Seller has whatever title to said property it acquired from Illinois Terminal Railroad Company, Hereinafter called Lessee, under a Railroad Equipment Purchase Agreement, dated as of February 13, 1970 and that said property is free of all liens and encumbrances in favor of persons claiming by, through or under Seller or created by Seller, except liens or encumbrances which, under or in connection with the Equipment Lease, dated as of February 13, 1970 between Seller and Lessee, Lessee has created or which Lessee has the obligation to discharge or satisfy. By acceptance of said property transferred hereunder, Buyer agrees to pay all sales and use taxes payable in connection with this sale, and any unpaid property taxes heretofore assessed or levied against said property.

TRUST COMPANY FOR USL, INC.

Trustee as aforesaid

(SEAL)

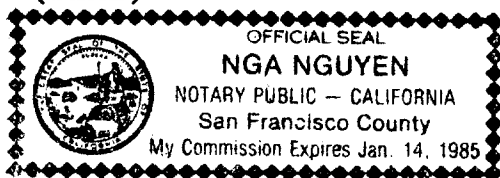
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By: Walter A. Mahiel
its Vice President

Date: September 23, 1983

State of California)
)ss
City and County of San Francisco)

(SEAL)



Notary Public

My commission expires: January 14, 1985

ILLINOIS TERMINAL RAILROAD COMPANY - TRUST NO. 2
DATED FEBRUARY 13, 1970
LEASE DATED AS OF FEBRUARY 13, 1970, ASSIGNED AND ASSUMED BY
NORFOLK AND WESTERN RAILWAY COMPANY ON SEPTEMBER 1, 1981

Two hundred and seventy-eight (278) rebuilt 50'6" boxcars bearing identification numbers:

ITC 9000	ITC 9050	ITC 9099	ITC 9148	ITC 9199	ITC 9253
ITC 9001	ITC 9051	ITC 9100	ITC 9149	ITC 9200	ITC 9254
ITC 9002	ITC 9052	ITC 9101	ITC 9150	ITC 9201	ITC 9255
ITC 9003	ITC 9053	ITC 9102	ITC 9151	ITC 9202	ITC 9256
ITC 9004	ITC 9054	ITC 9103	ITC 9152	ITC 9203	ITC 9257
ITC 9005	ITC 9055	ITC 9104	ITC 9153	ITC 9204	ITC 9258
ITC 9006	ITC 9056	ITC 9105	ITC 9154	ITC 9205	ITC 9259
ITC 9007	ITC 9057	ITC 9106	ITC 9155	ITC 9206	ITC 9260
ITC 9008	ITC 9058	ITC 9107	ITC 9156	ITC 9207	ITC 9261
ITC 9009	ITC 9059	ITC 9108	ITC 9157	ITC 9208	ITC 9262
ITC 9010	ITC 9060	ITC 9109	ITC 9158	ITC 9209	ITC 9263
ITC 9011	ITC 9061	ITC 9110	ITC 9159	ITC 9210	ITC 9264
ITC 9012	ITC 9062	ITC 9112	ITC 9160	ITC 9211	ITC 9266
ITC 9013	ITC 9063	ITC 9113	ITC 9161	ITC 9213	ITC 9267
ITC 9014	ITC 9064	ITC 9114	ITC 9163	ITC 9214	ITC 9269
ITC 9015	ITC 9065	ITC 9115	ITC 9164	ITC 9217	ITC 9270
ITC 9016	ITC 9066	ITC 9116	ITC 9165	ITC 9218	ITC 9271
ITC 9018	ITC 9067	ITC 9117	ITC 9166	ITC 9219	ITC 9272
ITC 9019	ITC 9068	ITC 9118	ITC 9167	ITC 9220	ITC 9273
ITC 9020	ITC 9069	ITC 9119	ITC 9168	ITC 9221	ITC 9274
ITC 9021	ITC 9070	ITC 9120	ITC 9169	ITC 9222	ITC 9275
ITC 9022	ITC 9071	ITC 9121	ITC 9170	ITC 9224	ITC 9277
ITC 9023	ITC 9073	ITC 9122	ITC 9171	ITC 9225	ITC 9278
ITC 9024	ITC 9074	ITC 9123	ITC 9172	ITC 9226	ITC 9279
ITC 9025	ITC 9076	ITC 9124	ITC 9175	ITC 9228	ITC 9280
ITC 9026	ITC 9077	ITC 9125	ITC 9177	ITC 9229	ITC 9281
ITC 9027	ITC 9078	ITC 9126	ITC 9178	ITC 9230	ITC 9282
ITC 9028	ITC 9079	ITC 9127	ITC 9179	ITC 9231	ITC 9283
ITC 9029	ITC 9080	ITC 9128	ITC 9180	ITC 9233	ITC 9284
ITC 9030	ITC 9081	ITC 9129	ITC 9181	ITC 9234	ITC 9285
ITC 9031	ITC 9082	ITC 9130	ITC 9182	ITC 9235	ITC 9287
ITC 9032	ITC 9083	ITC 9131	ITC 9183	ITC 9236	ITC 9288
ITC 9033	ITC 9084	ITC 9132	ITC 9184	ITC 9237	ITC 9289
ITC 9034	ITC 9085	ITC 9133	ITC 9185	ITC 9238	ITC 9290
ITC 9035	ITC 9086	ITC 9134	ITC 9186	ITC 9239	ITC 9291
ITC 9036	ITC 9087	ITC 9135	ITC 9187	ITC 9240	ITC 9292
ITC 9037	ITC 9088	ITC 9136	ITC 9188	ITC 9241	ITC 9293
ITC 9038	ITC 9089	ITC 9137	ITC 9189	ITC 9242	ITC 9294
ITC 9039	ITC 9090	ITC 9138	ITC 9190	ITC 9243	ITC 9295
ITC 9041	ITC 9091	ITC 9140	ITC 9191	ITC 9244	ITC 9296
ITC 9042	ITC 9092	ITC 9141	ITC 9192	ITC 9245	ITC 9297
ITC 9043	ITC 9093	ITC 9142	ITC 9193	ITC 9246	ITC 9298
ITC 9044	ITC 9094	ITC 9143	ITC 9194	ITC 9247	ITC 9299
ITC 9045	ITC 9095	ITC 9144	ITC 9195	ITC 9248	
ITC 9047	ITC 9096	ITC 9145	ITC 9196	ITC 9249	
ITC 9048	ITC 9097	ITC 9146	ITC 9197	ITC 9250	
ITC 9049	ITC 9098	ITC 9147	ITC 9198	ITC 9251	

Car numbers of the twenty-two (22) units for which casualty settlements have been made:

ITC 9017
ITC 9040
ITC 9046
ITC 9072
ITC 9075
ITC 9111
ITC 9139
ITC 9162

ITC 9173
ITC 9174
ITC 9176
ITC 9212
ITC 9215
ITC 9216
ITC 9223
ITC 9227

ITC 9232
ITC 9252
ITC 9265
ITC 9268
ITC 9276
ITC 9286